

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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ORDER PURSUANT TO FED. R. BANKR. P. 7026, 7030 AND 9016 (a) GRANTING IN PART AND DENYING IN PART LEAD PLAINTIFFS' MOTION TO COMPEL DEPOSITION TESTIMONY AND THE PRODUCTION OF DOCUMENTS IN CONNECTION WITH THE DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. §§ 327(A), 328(A) AND 1107(B) AUTHORIZING EMPLOYMENT AND RETENTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS AND ACCOUNTANTS TO DEBTORS, EFFECTIVE NUNC PRO TUNC TO OCTOBER 8, 2005 AND OBJECTIONS FILED THERETO, AND (b) GRANTING IN PART AND DENYING IN PART THE DEBTORS' MOTION TO QUASH TRIAL SUBPOENAS ISSUED TO MEMBERS OF DEBTORS' AUDIT COMMITTEE AND FOR A PROTECTIVE ORDER RELATED THERETO AND FOR A PROTECTIVE ORDER TO LIMIT THE SCOPE OF THE DEPOSITION OF ROBERT DELLINGER TO ONLY THOSE MATTERS PERTAINING DIRECTLY TO THE DEBTORS' MOTION FOR ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF DELOITTE & TOUCHE LLP

Upon the motion to compel deposition testimony and the production of documents in connection with the Debtors' Motion for Order under 11 U.S.C. §§ 327(a), 328(a) and 1107(b) Authorizing Employment and Retention of Deloitte & Touche LLP as Independent Auditors and Accountants to Debtors, effective nunc pro tunc to October 8, 2005 and Objections Filed Thereto, dated December 23, 2005(the "Motion to Compel"), filed by the Lead Plaintiffs in the action styled *In re Delphi Securities Litigation*, Mast. File No. 1:05-CV-2637 (NRB) (S.D.N.Y.), pursuant to Fed. R. Civ. P. 37(a) and Rules 7034, 7037 and 9014(c) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Debtors' (I) Motion (A) to Quash Trial Subpoenas Issued to Members of Debtors' Audit Committee and for Protective

Order and (B) for a Protective Order to Limit the Scope of the Deposition of Robert Dellinger to Only Those Matters Pertaining Directly to the Debtors' Motion for Order Authorizing Employment and Retention of Deloitte & Touche LLP And (II) Objection to Lead Plaintiffs' Motion to Compel Deposition Testimony and the Production of Documents in connection with the Debtors' Motion for order under 11 U.S.C. §§ 327(a), 328(a), and 1107(b) Authorizing Employment and Retention of Deloitte & Touche LLP as Independent Auditors and Accountants to Debtors, effective nunc pro tunc to October 8, 2005 and Objections filed thereto, dated December 29, 2005 (the "Motion to Quash"), filed by Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), pursuant to Federal Rules of Civil Procedure 26(c), 30(d)(4) and 45, made applicable in these bankruptcy proceedings through Bankruptcy Rules 7026, 7030 and 9016, respectively (the Motion to Compel and the Motion to Quash are, collectively, the "Motions"); and upon the record of the hearing held on the Motions; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, as set forth in the Court's bench ruling at the close of the January 5, 2006 hearing on the Motions, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion to Compel is hereby DENIED, except that the Debtors shall produce for deposition one member of Delphi's Audit Committee with knowledge of information relating to the scope of the deposition, as described in the next sentence. The scope of the deposition shall be limited to the decision to replace Deloitte & Touche LLP as the Debtors' auditors for their financial statements for the year ended December 31, 2006 and thereafter and

the decision to continue to retain Deloitte & Touche LLP as the Debtors' auditors for their financial statements for the year ended December 31, 2005. The deposition shall not inquire into the details of the Audit Committee's investigation of Deloitte & Touche LLP, if any, or the details of Deloitte & Touche LLP's past history with the Debtors. All rights to object on grounds of privilege or otherwise are preserved. This Order is without prejudice to the Lead Plaintiffs' and Debtors' rights, to raise in a telephonic conference with the Court, during the deposition of the Audit Committee member, any disputes regarding instructions not to answer on the basis of privilege, and the Debtors' right to oppose such arguments.

2. Except as provided in paragraph 1 above, the Debtors' Motion to Quash the Subpoenas issued to Robert H. Brust, Oscar De Paula Bernardes Neto, John D. Opie and John Walker, members of Delphi's Audit Committee, is hereby GRANTED and a PROTECTIVE ORDER is hereby ISSUED to prevent the Lead Plaintiffs from obtaining testimony or information related thereto that they otherwise are barred from obtaining, except as provided in paragraph 1 above.

3. The Motion to Compel is DENIED, a protective order is hereby ISSUED from this Court disallowing the Lead Plaintiffs to engage in any further deposition of Mr. Dellinger; provided, that the Lead Plaintiffs may, following depositions referred to in paragraph 1 above, request a telephone conference with the Court to argue that, as a result the information elicited at the such deposition Mr. Dellinger shall be required to respond to questions that he declined to answer in his deposition on grounds of privilege, without prejudice to the Debtors' rights to oppose such argument.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Motions.

Dated: New York, New York
January 10, 2006

/s/ Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE